

# EXHIBIT D

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

Case No. 05-44481

Adv. Case No. 07-01435

- - - - -x

In the Matter of:

DELPHI CORPORATION, ET AL.,

Debtor.

- - - - -x

U.S. Bankruptcy Court  
One Bowling Green  
New York, New York

August 16, 2007

10:05 a.m.

B E F O R E:

HON. ROBERT D. DRAIN

U.S. BANKRUPTCY JUDGE

1 MOTION for an Order Authorizing the Official Committee of  
2 Unsecured Creditors to Prosecute the Debtors' Claim and  
3 Defenses Against General Motors Corporation and Certain Former  
4 Officers of the Debtors

5  
6 DEBTORS' Eighteenth Omnibus Objection (Procedural) to Claims

7  
8 DEBTORS' Nineteenth Omnibus Objection (Substantive) to Claims

9  
10 EX PARTE MOTION for Order Authorizing the Official Committee of  
11 Equity Security Holders to File Under Seal a Supplemental  
12 Objection in Further Support of the Equity Committee's  
13 Objection to the Motion for an Order Authorizing the Official C

14  
15 MOTION for Order Further Extending Deadline to Assume or Reject  
16 Leases of Nonresidential Real Property

17  
18 MOTION to Further Extend Time Period Within Which Debtors May  
19 Remove Actions

20  
21 MOTION Approving Bidding Procedures, Granting Certain Bid  
22 Protections, Approving Form and Manner of Sale Notices, And  
23 Setting Sale Hearing Date, and Authorizing and Approving Sale  
24 of Certain of Debtors' Assets

DEBTORS' Seventeenth Omnibus Objection

MOTION to Authorize Authorizing Debtors to Enter into  
Stipulations Tolling Statute of Limitations with Respect to  
Certain Claims Authorizing Procedures to Identify Causes of  
Action that Should be Preserved and Establishing Procedures

MOTION to Approve Memoranda of Understanding Among IUOE, IBEEW,  
IAM, Delphi and General Motors Corporation Including  
Modification of IUOE, IBEW and IAM Collective Bargaining  
Agreements and Retiree Welfare Benefits for Certain IUOE, IBEW

MOTION to Approve Memorandum of Understanding Among IUE-CWA,  
Delphi and General Motors Corporation

PRE TRIAL CONFERENCE in Delphi Corporation v. National Union  
Fire Insurance Company of Pittsburg

A P P E A R A N C E S :

SKADDEN ARPS SLATE MEAGHER & FLOM, LLP

Attorneys for Debtor

333 West Wacker Drive

Chicago, Illinois 60606

BY: JOHN WM. BUTLER, JR., ESQ.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP

Attorneys for Delphi Corporation

Four Times Square

New York, New York 10036

BY: KAYALYN A. MARAFIOTI, ESQ.

TOGUT SEGAL & SEGAL, LLP

Attorneys for Debtor

One Penn Plaza

New York, New York 10119

BY: NEIL BERGER, ESQ.

1 GOODWIN PROCTER

2 Attorneys for Umicore

3 901 New York Avenue, N.W.

4 Washington, D.C. 20001

5  
6 BY: EMANUEL C. GRILLO, ESQ.

7 JOSHUA N. KLATZKIN, ESQ.

8 BRIAN W. HARVEY, ESQ.

9  
10  
11 LATHAM & WATKINS, LLP

12 Attorneys for Official Committee

13 Of Unsecured Creditors

14 685 Third Avenue

15 New York, New York 10022

16  
17 BY: MITCHELL A. SEIDER, ESQ.

18  
19  
20 PREVIANT GOLDBERG UELMEN GRATZ MILLER & BRUEGGEMAN, S.C.

21 Attorneys for IAM, IBEW

22 1555 North River Center Drive

23 Milwaukee, Wisconsin 53212

24  
25 BY: MARIANNE GOLDSTEIN ROBBINS, ESQ.

KENNEDY JENNIK & MURRAY, P.C.

Attorneys for IUE-CWA

113 University Place

New York, New York 10003

BY: THOMAS M. KENNEDY, ESQ.

SUSAN M. JENNIK, ESQ.

GORLICK KRAVITZ & LISTHAUS, P.C.

Attorneys for IUOE

17 State Street

New York, New York 10004

BY: BARBARA S. MEHLSACK, ESQ.

FRIED FRANK HARRIS SHRIVER & JACOBSON, LLP

Attorneys for Equity Committee

One New York Plaza

New York, New York 10004

BY: BONNIE STEINGART, ESQ.

1 P R O C E E D I N G S

2 THE COURT: Delphi Corporation.

3 MR. BUTLER: Your Honor, Jack Butler and Kayalyn  
4 Marafioti from Skadden here on behalf of Delphi Corporation for  
5 it's 21st omnibus hearing for August 2007. Good morning. Your  
6 Honor, we would propose to take the agenda items in the order  
7 that was listed on the agenda filed with the Court.

8 THE COURT: That's fine.

9 MR. BUTLER: Your Honor, the first two matters on the  
10 agenda, matters 1 and 2, relate to the STN litigation motions  
11 filed by the creditors and equity committee. The creditors'  
12 committee motions at docket number 4718, the equity committee  
13 motion is at docket number 5229. Your Honor should note that  
14 by agreement these matters are being adjourned to the October  
15 25th omnibus hearing. I would also note that there's another  
16 matter on the agenda, matter number 5, the preservation of  
17 estate claims procedures motion which, if that relief is  
18 granted, contemplates that there will be an order developed  
19 between the committees, the company and General Motors over the  
20 next thirty days which would -- if that resolves these matters  
21 take these matters off the agenda.

22 THE COURT: Okay.

23 MR. BUTLER: Thanks. Your Honor, the next matters on  
24 the agenda which I'd like to take together are the -- two of  
25 the procedural motions, agenda item number 3 is the third



1 365(d)(4) deadline extension motion at docket number 8760. And  
2 number 4 on the agenda is the fourth removal deadline extension  
3 motion at docket number 8761. Both of these motions, Your  
4 Honor, have been filed to parallel the exclusivity extension  
5 that was granted. In each case it would extend the procedural  
6 deadline to the later of February 29, 2008. And in the case of  
7 the 365(d)(4) motion it would also be that or the earlier  
8 confirmation. And in the case of the removal motion it would  
9 be the later of that date or thirty days after or terminating  
10 the stay is entered. Your Honor, no objections have been filed  
11 to either of these motions. We've reviewed them both for their  
12 statutory committees and we would rest on the papers.

13 THE COURT: Okay. I'll grant both motions, the  
14 debtors established cause for each.

15 MR. BUTLER: Thank you, Your Honor. Your Honor, the  
16 next matter on the agenda, matter number 5, is the preservation  
17 of estate claims procedures motion. This is filed at docket  
18 number 8905. This matter has been reviewed with both of our  
19 statutory committees and other stake holders in the case and is  
20 intended to address the Section 108 deadline that will occur on  
21 either October 8th and/or October 14th of this year, having to  
22 do with the second anniversary of the filing of the cases and  
23 establishes procedures that would authorize the debtors to  
24 enter into stipulations, the toll of the statute of limitations  
25 with respect to certain claims, it would authorize procedures

1 for the debtors to identify causes of action should be  
2 preserved and otherwise abandon other kinds of action and other  
3 identified actions. It would establish procedures for certain  
4 adversary proceedings. We have also reviewed the form of order  
5 with the clerk of the bankruptcy court who indicates that the  
6 form of order is acceptable to the clerk's office.

7 Your Honor, this particular motion was the subject  
8 matter of a chambers conference in which the debtors, the plan  
9 investors, the statutory committees and actually certain of the  
10 union representatives participated in. I'm happy to present it  
11 on the record and answering questions, Your Honor, but in the  
12 absence of objection I think I'd rely on the motion and the  
13 form of order.

14 THE COURT: Okay. Does anyone have anything to say  
15 on this motion? All right. I went over the order and I had a  
16 couple of questions that I'll just raise with you. One is  
17 approval of the tolling agreements and the form of the tolling  
18 agreement is fine with one change which is that I put in  
19 that -- in paragraph 13 I said "pursuant to the order of the  
20 bankruptcy court in these cases dated today and then with the  
21 docket number, this stipulation is deemed so ordered upon its  
22 execution." So there's actually -- something I signed that  
23 actually is referenced here. Because otherwise there's nothing  
24 really signed by me, so I put that in.

25 And then if you look at the paragraph dealing with

1 tolling agreements it provides that each debtor is deemed to  
2 have entered into such a stipulation with the other debtors,  
3 which is fine. And then it says and "affiliate non-debtor  
4 entities." And I added there "either controlled by the debtors  
5 or that had actual notice of the motion." I guess it's  
6 conceivable that you have an affiliate that you don't control,  
7 it didn't get noticed and I don't think they would be bound by  
8 this. And then there's a bit of ambiguity in paragraph 5. As  
9 I understand it there are two categories of actions that you're  
10 allowed to abandon here without any further notice to anyone.  
11 And they're described in the motion papers. Then there's  
12 another group that also falls into certain categories where you  
13 have to give notice to the two committees. And I just made it  
14 a little -- I think that's what's contemplated here.

15 MR. BUTLER: Yes, Your Honor.

16 THE COURT: I just made that a little clearer. And  
17 then the last point is -- and I'm assuming you've discussed  
18 this with the clerk, I thought the phrase "indicate is subject  
19 to these procedures" was a little vague or squishy so I  
20 actually -- you have some mechanism where you're going to tell  
21 the clerk of this.

22 MR. BUTLER: Yes.

23 THE COURT: So I want to make that a little clearer.

24 MR. BUTLER: Do you want to designate or --

25 THE COURT: I put that in. Anyway I'll -- I know

1 this order's been fairly carefully worked out with the parties.  
2 So what I'm going to do is give you my mark-up, I tried to  
3 write neatly and you can share it with them. But I don't think  
4 it changes the motion. But let me say for the record, the  
5 motion in addition to being unopposed sets forth good cause and  
6 to the extent you needed good business reasons for all the  
7 relief that you're seeking here, and that includes the ceiling  
8 portion of it and consequently I'll approve it in full.

9 MR. BUTLER: Thank you, Your Honor.

10 THE COURT: And as you know, I said this at the  
11 chambers conference, I'm a firm believer in the majority of  
12 cases that say that you can toll the period under 546 and also  
13 that the abandonment to the extent you're not tolling it does  
14 not waive rights under 502(d) and I actually put in the order  
15 that you're not waiving and you're preserving your rights under  
16 502(d). So that will get entered.

17 MR. BUTLER: Thank you, Your Honor. Your Honor, the  
18 next matter on the agenda is matter number 6. Matter number 6  
19 and 7 are actually motions that approve memorandums of  
20 understanding with four of our six U.S. unions, labor unions.  
21 I'm going to present them separately.

22 The first one, matter number 6, is the IUOE, the IBEW  
23 and the IAM, 1113, 1114 supplementary retirement benefit  
24 approval motions is filed at docket number 8906 and it is  
25 unopposed. Your Honor, as you know, this motion which deals

1 with three of our six U.S. unions is one of a series of  
2 settlement agreements that are being entered into between the  
3 company and its U.S. labor unions in settlement of the Section  
4 1113 and 1114 cases that were filed in 2006. If Your Honor  
5 approves the relief being requested today that motion will be  
6 withdrawn without prejudice subject to the terms of the  
7 settlement order and the memoranda of understanding.

8 With respect to this motion the unions whose  
9 settlement agreements are covered by this motion are Local 832S  
10 of the International Union of Operating Engineers, Local 18S of  
11 the IUOE, Local 101S of the IUOE, the IBEW and it's Local 663,  
12 that's the International Brotherhood of Electrical Workers,  
13 with respect to Delphi Electronics and Safety. The IBEW and  
14 its Locale 663 with respect to Delphi Power Train and finally  
15 the IAM, which is the International Association of Machinists  
16 and Aerospace workers, and it's District 10 of Tool and Die  
17 Makers Lodge 78. Your Honor, these memorandum of understanding  
18 are all before the Court. The were filed with the motion. And  
19 for the record, it's an evidentiary matter, I would like to  
20 move that each of the MOU's that were filed into evidence.

21 THE COURT: Okay. Does anyone have an objection to  
22 that? All right, I'll admit them as Exhibit 1 collectively.  
23 (MOU's were hereby received as Debtor's Exhibit 1 for  
24 identification, as of this date.)

25 THE COURT: Thank you, Your Honor. Your Honor, we